

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

2U, Inc., *et al.*,

Reorganized Debtors.¹

Chapter 11

Case No. 24-11279 (MEW)

(Jointly Administered)

**ORDER (A) CONSOLIDATING THE ADMINISTRATION OF
ALL OUTSTANDING CLAIMS AND MISCELLANEOUS MATTERS UNDER
2U, INC.; (B) ENTERING A FINAL DECREE CLOSING CERTAIN
CHAPTER 11 CASES; (C) AMENDING THE CAPTION OF LEAD CASE;
AND (D) GRANTING RELATED RELIEF**

Upon the motion (the “*Motion*”)² for entry of an order (the “*Order*”): (a) consolidating the administration of all Outstanding Claims and Miscellaneous Matters under 2U, Inc. (Case No. 24-11279 (MEW)) (the “*Lead Case*”); (b) entering a final decree closing all of the cases listed on **Schedule 1** attached hereto (the “*Closing Cases*”); (c) amending the caption of the Lead Case as set forth in the Motion; and (d) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates and creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: 2U, Inc. (5939); edX LLC (8554); 2U GetSmarter, LLC (9643); 2U Harkins Road LLC (N/A); 2U NYC, LLC (N/A); 2U KEIH Holdco, LLC (3837); CritiqueIt, Inc. (5532); edX Boot Camps LLC (8904); and 2U GetSmarter (US), LLC (9802). The Reorganized Debtors’ mailing address is 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the Closing Cases are hereby closed; *provided, however*, that this Court shall retain such jurisdiction as is provided in the Plan and Combined Order, and entry of this Order is without prejudice to the rights of the Reorganized Debtors or any party-in-interest to seek to reopen any of the Closing Cases for cause pursuant to section 350(b) of the Bankruptcy Code.
3. The Outstanding Claims and any Miscellaneous Matters shall be consolidated and transferred to the Lead Case for administration and resolution, including the making or directing of all remaining distributions or payments for Outstanding Claims and Miscellaneous Matters, all to the extent provided under the Plan. Nothing in this Order shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Combined Order, any other order of the Court, the Bankruptcy Code, the Bankruptcy Rules, or otherwise had this Order not been entered.

4. The caption in the Chapter 11 Case of the Lead Case shall be amended as follows:
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

2U, Inc.,

Reorganized Debtor.

Chapter 11

Case No. 24-11279 (MEW)

(Jointly Administered)

[FN1] The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor's federal tax identification number, is: 2U, Inc. (5939). The Reorganized Debtor's mailing address is 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202.

5. The Clerk and other relevant parties are authorized and shall take any actions necessary to update the ECF filing system and their respective records to reflect 2U, Inc. as the Lead Case, including entering this Order individually on each docket of 2U, Inc. (Case No. 24-11279) and the Closing Cases, and marking the dockets of the Closing Cases as "Closed".

6. To the extent not already paid, the fees required to be paid to the United States Trustee under 28 U.S.C. § 1930(a), if any, shall be paid by the Reorganized Debtors on behalf of all Closing Cases as soon as reasonably practicable after the date of entry of this Order. The Reorganized Debtors shall not be obligated to pay any fees to the United States Trustee for any Closing Case for any period commencing after entry of this Order.

7. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

New York, New York
Dated: _____, 2024

UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Chapter 11 Cases to be Closed

Debtor Name	Case No.
edX LLC	24-11278
2U GetSmarter (US), LLC	24-11280
2U Harkins Road	24-11281
2U NYC LLC	24-11282
2U KEIH Holdco, LLC	24-11283
CritiqueIt, Inc.	24-11284
edX Boot Camps LLC	24-11285
2U GetSmarter, LLC	24-11286